

EXHIBIT B

State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
AMERICA'S DIGITAL SATELITE TELEPHONE (INC.)
INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 3RD
day of JULY A.D. 2001 and of
the Independence of the United States the two
hundred and 25TH



Jesse White

Secretary of State

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

This space for use by Secretary of State

FILED

JUL 3 - 2001

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 07/03/01

License Fee \$ —

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Penalties \$ —

Approved: Mr. F. J. ...

1. (a) CORPORATE NAME: America's Digital Satellite Telephone (Inc.)

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Nevada
(b) Date of Incorporation: February 3, 2000
(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: 3750 South Jones Blvd, Las Vegas, Nevada 89103
(b) Address of principal office in Illinois: None
(If none, so state)

4. Name and address of the registered agent and registered office in Illinois.
Registered Agent National Registered Agents, Inc.
First Name _____ Middle Name _____ Last Name _____
Registered Office 208 South LaSalle Street, Suite 1855
Number _____ Street _____ Suite # _____
Chicago, 60604 County of Cook
City _____ ZIP Code _____ County _____

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
Nevada

6. Names and residential addresses of officers and directors: See attached schedule

	Name	No. & Street	City	State	ZIP
President	Damian Cipriani	3750 South Jones Blvd.	Las Vegas	Nevada	89103
Secretary	Damian Cipriani	3750 South Jones Blvd.	Las Vegas	Nevada	89103
Director	Damian Cipriani	3750 South Jones Blvd.	Las Vegas	Nevada	89103
Director					
Director					

If more than 3, attach list

be pursued in transacting business in this state:
(space to cover this point, add one or more sheets of this size.)

communication Services

issued shares:

Series	Par Value	Number of Shares Authorized	Number of Shares Issued
	.01	100,000	1,000

9. Paid-in Capital: \$ 490.00
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 100.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ -0-
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 6,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 500,000.00

11. Interrogatories: (Important - this section must be completed.)

3750 South Jones Blvd, Las Vegas, Nevada 891

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 1,000
- (d) Is the corporation transacting business in this state at this time? No.
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 02-12 2001
(Month & Day) (Year)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)
Damian Cipriani, Secretary
(Type or Print Name and Title)

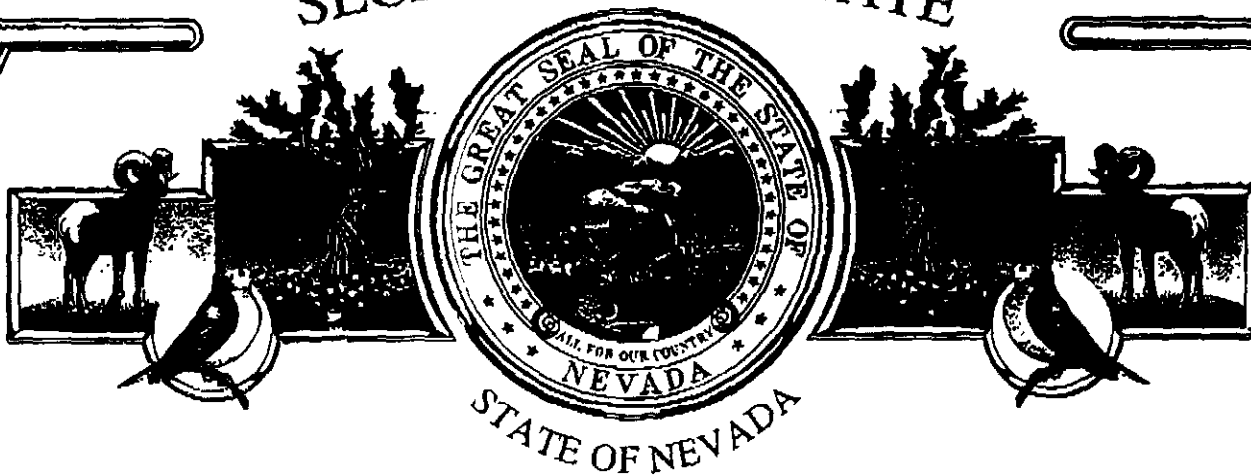
America's Digital Satellite Telephone
(Exact Name of Corporation)

[Signature]
(Signature of President or Vice President)
by Damian Cipriani, President
(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that AMERICA'S DIGITAL SATELITE TELEPHONE did on February 3, 2000 file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on April 28, 2000.

Secretary of State



By

Certification Clerk



DEAN HELLER
Secretary of State

101 North Carson Street, Suite 3
Carson City, Nevada 89701-4706
(775) 684 5708



Office Use Only:

Important: Read attached instructions before completing form.

1. Name of Corporation:	America's Digital Satellite Telephone	
2. Resident Agent Name and Street Address: <small>(must be a Nevada address where process may be served)</small>	Damian A. Cipriani Name 3950 S. Jones Blvd Las Vegas, NEVADA 89103 Street Address City Zip Code	
3. Shares: <small>(No. of shares, corporation authorized to issue)</small>	Number of shares with par value: 100,000	Par value: .01 Number of shares without par value:
4. Governing Board: <small>(Check one)</small>	Shall be styled as _____ Directors or _____ Trustees	
Names, Addresses, Number of Board of Directors/Trustees:	The First Board of <u>Directors</u> Trustees shall consist of <u>1</u> members whose names and addresses are as follows: Damian A. Cipriani Name 3950 S. Jones Blvd Las Vegas, NV 89103 Address City, State, Zip	
5. Purpose: <small>(Optional - See instructions)</small>	The purpose of this Corporation shall be: <u>Long Distance</u>	
6. Other Matters: <small>(See instructions)</small>	Number of additional pages attached: _____	
7. Names, Addresses and Signatures of Incorporators: <small>(Signatures must be notarized. Attach additional pages if there are more than 2 incorporators.)</small>	Rodney Harrison Name 230 Judson Way Alpharetta GA 30022 Address City, State, Zip Signature	
Notary:	This instrument was acknowledged before me on <u>February 3, 2000</u> by <u>Rodney Harrison</u> Name of person As incorporator of <u>America's Digital Satellite Telephone</u> (Name of party on behalf of whom instrument executed) Notary Public Signature	
	This instrument was acknowledged before me on _____ by _____ Name of person As incorporator of _____ (Name of party on behalf of whom instrument executed) Notary Public Signature	
	(affix notary stamp or seal)	
8. Certificate of Acceptance of Appointment of Resident Agent:	<u>D. A. Cipriani</u> hereby accept appointment as Resident Agent for the above named corporation. Signature of Resident Agent Date	

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State Form CORP-ART 1299, 01
Revised on: 02/12/99